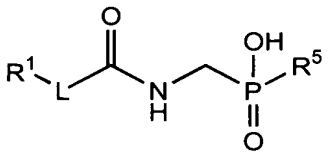
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

We claim:

1. (original) A compound of the following formula:



or a pharmaceutically acceptable salt thereof, wherein

R^1 is phenyl or thien-2-yl, each optionally substituted;

L is a covalent bond, $-CH_2O-$, -C(O)-, or $-C(=N-OCH_3)-$; and

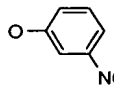
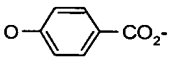
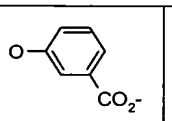
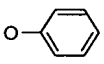
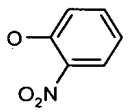
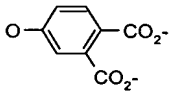
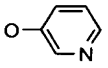
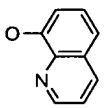
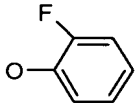
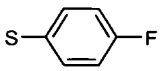
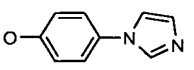
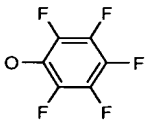
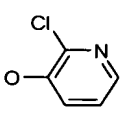
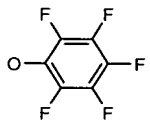
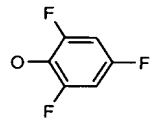
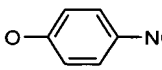
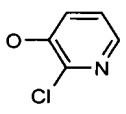
R^5 is -halo or $-OR^{10}$ wherein R^{10} is phenyl, pyridinyl, or quinolinyl, each optionally substituted,

provided that when L is $-CH_2O-$, R^5 is not -F or *p*-nitrophenyl.

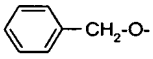
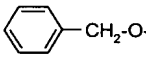
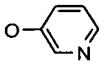
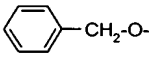
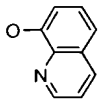
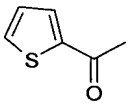
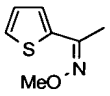
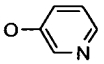
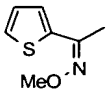
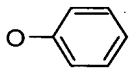
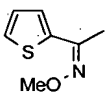
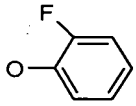
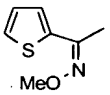
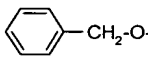
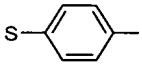
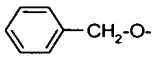
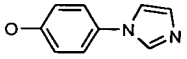
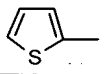
2. (original) The compound according to claim 1 wherein the substituents are independently selected from $-NO_2$, $-CO_2H$, and halo.

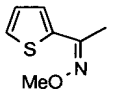
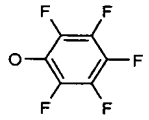
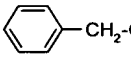
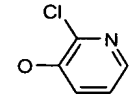
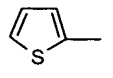
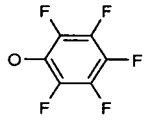
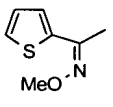
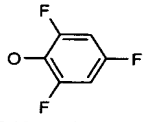
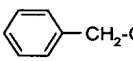
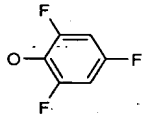
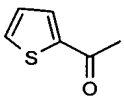
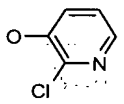
3. (original) The compound according to claim 1 wherein R^1 is unsubstituted.

4. (original) The compound according to claim 1 wherein R^5 is selected from:

F				
				
				
			and	-H.

5. (original) The compound according to claim 1 wherein R^1-L and R^5 are selected from the following combinations:

R^1-L-	R^5
	PNP
	
	
	PNP
	
	
	
	PNP
	
	
	PNP

R^1-L-	R^5
	
	
	
	
	
	
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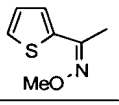
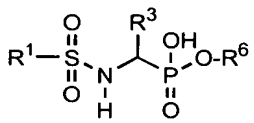
	-OH

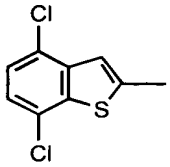
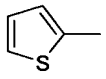
6. (original) The compound according to claim 1 wherein the phosphonate moiety is replaced with a thiophosphonate moiety, provided that when R^1-L- is benzyloxy, R^5 is not -O-PNP.

7. (original) A compound of formula:



or a pharmaceutically acceptable salt thereof, wherein

R^1 is

 or  ;

R^3 is -H or $-CO_2R^9$, wherein R^9 is $-C_1$-C_3-alkyl;

R^6 is $-L^1$-A-$(L^2$-$B)_s$, wherein

L^1 is C_0-C_3-alkyl optionally mono- to per-halogenated;

A is C_3-C_6-cycloalkyl, aryl, or heteroaryl;

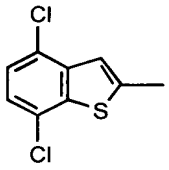
L^2 is a covalent bond or (C_0-C_3-hydrocarbyl)-X^1-(C_0-C_3-hydrocarbyl), wherein X^1 is -C(O)-, -NH-, -NH-C(O)-, -C(O)-NH-, or heteroaryl;

B is -H, C_3-C_6-cycloalkyl, aryl, or heteroaryl; and

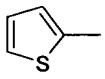
s is 0 or 1;

wherein when s is 0, $(L^2$-$B)_s$ is -H or halo, and A and B are independently optionally substituted with 1-3 moieties independently selected from the group consisting of halo, $-NO_2$, $-CO_2H$, -CN, $-C(O)-NH_2$, $-SO_2-NH_2$, or $-C_0$-C_3-hydrocarbyl-Y-(C_1-C_3-hydrocarbyl) wherein Y is a covalent bond, -O-C(O)-, -C(O)-, -O-, -S-, $-SO_2-$, -C(O)-NH-,or -NH-C(O)-;and each alkyl moiety is optionally mono- to per-halogenated.

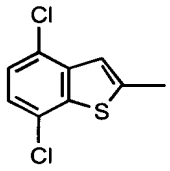
8. (original) The compound according to claim 7 wherein R^3 is H and R^1 is



9. (original) The compound according to claim 7 wherein R^3 is $-CO_2Et$ and R^1 is



10. (original) The compound according to claim 7 wherein L^1 is -O- and A is phenyl or pyridinyl, each optionally substituted, R^3 is H and R^1 is



11. (original) The compound according to claim 10 wherein A is pyridin-3-yl.

12. (original) The compound according to claim 11 wherein s is 0.

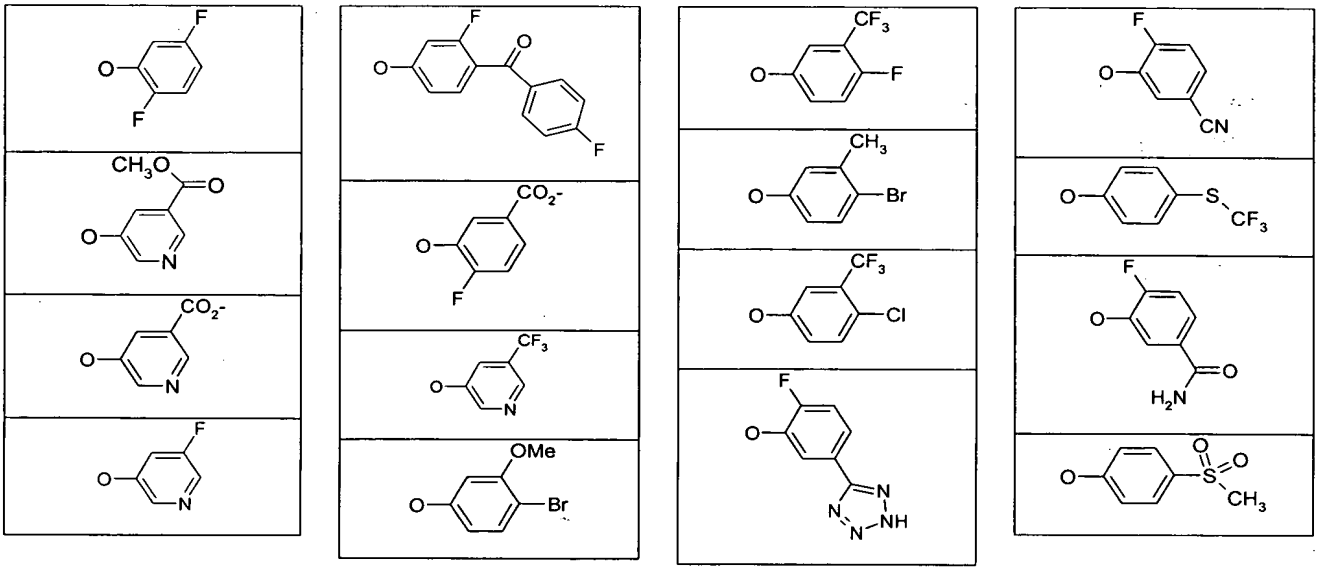
13. (original) The compound according to claim 11 wherein s is 1 and L^2 is -C(O)-, -C(O)NH-, -NH-, 1,2,4-oxadiazolyl, or 1,3,4-oxadiazolyl and B is phenyl, pyridinyl, cyclopropyl, or thienyl, wherein B is optionally substituted.

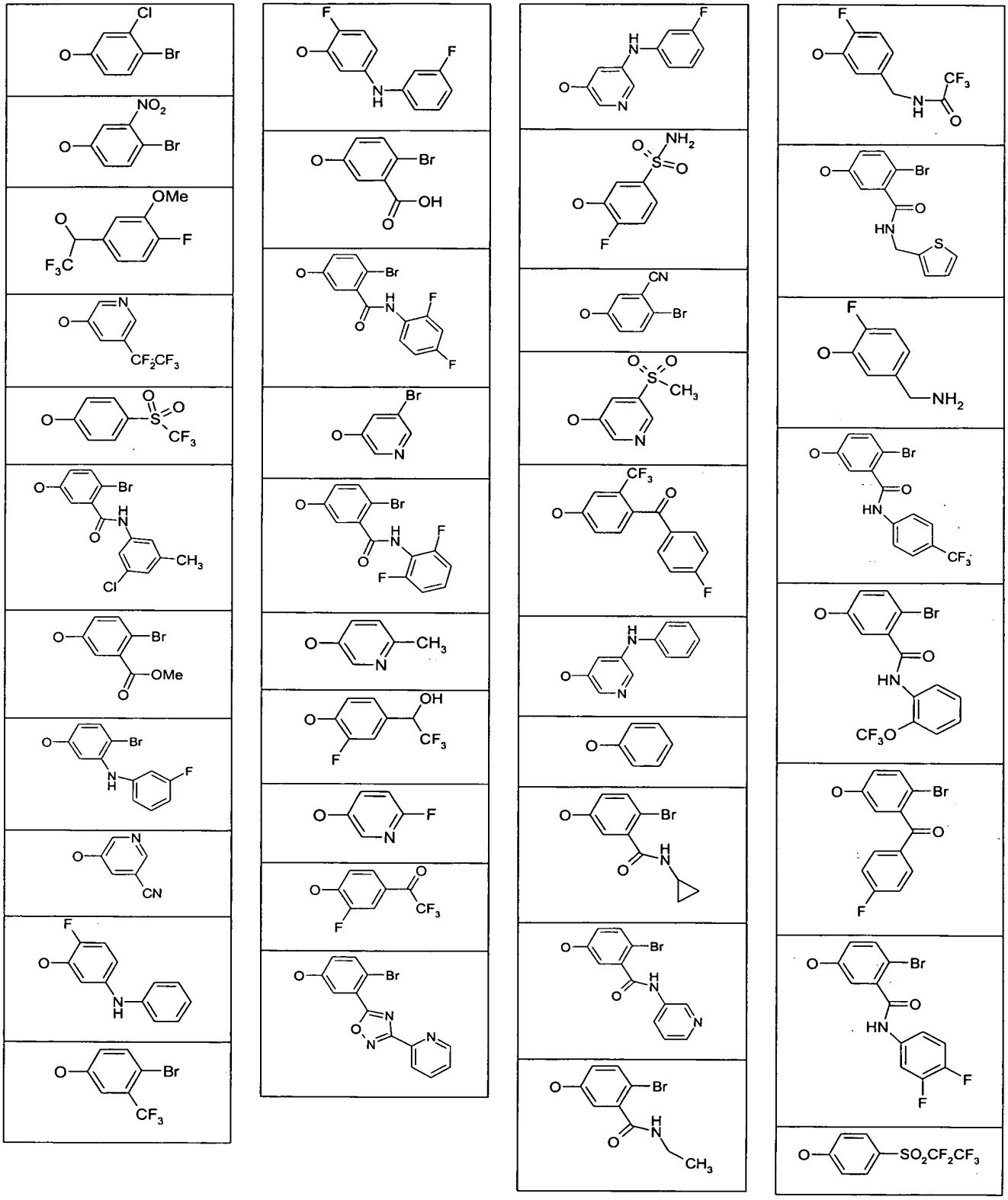
14. (original) The compound according to claim 13 wherein the substituents on the A and B rings are independently selected from -F, -Cl, -Br, $-CO_2H$, $-C(O)O-CH_3$, $-CF_3$, $-OCH_3$, $-OCF_3$, $-CH_3$, -CN, $-C(O)NH_2$, $-S-CF_3$, $-SO_2CH_3$, $-NO_2$, $-CF_3CF_3$, $-SO_2CF_3$, $-SO_2CF_3CF_3$, and $-SO_2NH_2$.

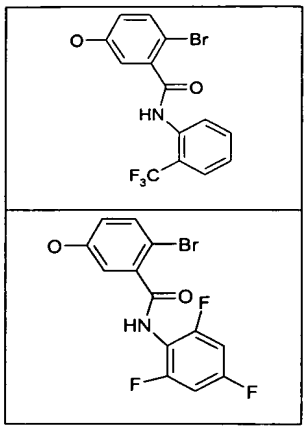
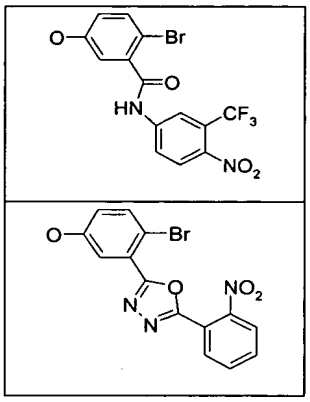
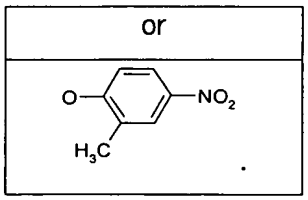
15. (original) The compound according to claim 8 wherein one or both of the following are true:
    a. A is selected from phenyl and pyridinyl;
    b. B is selected from phenyl, tetraazolyl, cyclopropyl, pyridinyl, and thienyl.

16. (original) The compound according to to claim 9, wherein R^6 is phenyl or *p*-nitro phenyl.

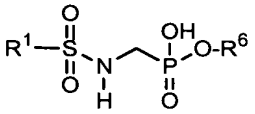
17. (original) The compound according to claim 8 selected from those in which $-O-R^6$ is





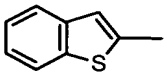




18. (original) A compound of formula:



or a pharmaceutically acceptable salt thereof, wherein

R^1 is



optionally substituted with 1-3 moieties independently selected from the group consisting of -F, -Cl, -Br, $-CO_2H$, $-C(O)O-CH_3$, $-CF_3$, $-OCH_3$, $-OCF_3$, $-C_1-C_6$ alkyl, -CN, $-C(O)NH_2$, $-S-CF_3$, $-SO_2CH_3$, $-NO_2$, $-CF_3CF_3$, $-SO_2CF_3$, $-SO_2CF_3CF_3$, and $-SO_2NH_2$;

R^6 is $-L^1-A-(L^2-B)_s$, wherein

L^1 is C_0-C_3-alkyl optionally mono- to per-halogenated;

A is C_3-C_6-cycloalkyl, aryl, or heteroaryl;

L^2 is a covalent bond or $(C_0-C_3$-hydrocarbyl$)-X^1-(C_0-C_3$-hydrocarbyl), wherein X^1 is -C(O)-, -NH-, -NH-C(O)-, -C(O)-NH-, or heteroaryl;

B is -H, C_3-C_6-cycloalkyl, aryl, or heteroaryl; and

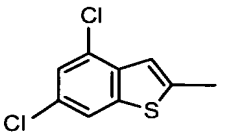
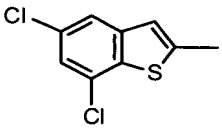
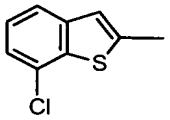
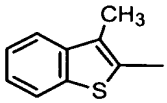
s is 0 or 1;

wherein when s is 0, $(L^2-B)_s$ is -H or halo, and A and B are independently optionally substituted with 1-3 moieties independently selected from the group consisting of halo, $-CF_3$, $-NO_2$, $-CO_2H$, -CN, $-C(O)-NH_2$, $-SO_2-NH_2$, or $-C_0-C_3$-hydrocarbyl-Y-(C_1-C_3-hydrocarbyl) wherein Y is a covalent bond, -O-C(O)-, -C(O)-, -O-, -S-, $-SO_2-$, -C(O)-NH-,or -NH-C(O)-;and each alkyl moiety is optionally mono- to per-halogenated.

19. (original) The compound according to claim 18 wherein R^6 is phenyl optionally substituted with 1-3 moieties independently selected from the group consisting of halo, $-CF_3$, $-NO_2$, $-CO_2H$, -CN, $-C(O)-NH_2$, $-SO_2-NH_2$, or $-C_0-C_3$-hydrocarbyl-Y-(C_1-C_3-hydrocarbyl), wherein Y is a covalent bond, -O-C(O)-, -C(O)-, -O-, -S-, $-SO_2-$, -C(O)-NH-,or -NH-C(O)-, and each alkyl moiety is optionally mono- to per-halogenated.

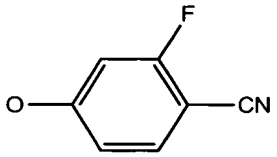
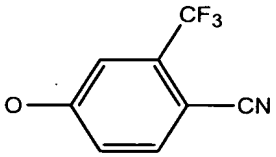
20. (original) The compound according to claim 19 wherein R^1 is optionally substituted with 1 or 2 moieties independently selected from the group consisting of F, Cl, Br and C_1-C_6 alkyl.

21. (original) The compound according to claim 20 wherein R^1 is

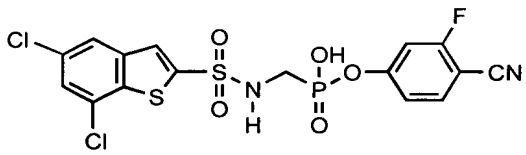



or


22. (original) The compound according to claim 19 wherein R^6 is phenyl optionally substituted with 1 or 2 moieties independently selected from the group consisting of halo, $-CF_3$, and CN.

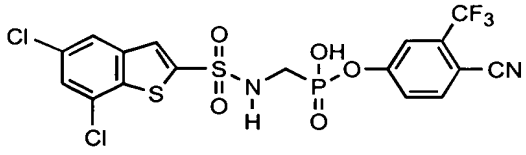
23. (original) The compound according to claim 22 wherein the compound is selected from those in which $-O-R^6$ is;


or


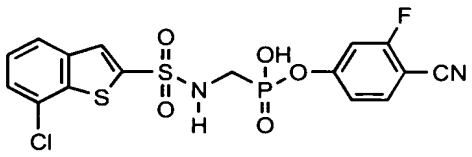
24. (original) The compound according to claim 18 having the structure:



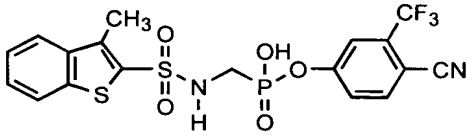
25. (original) The compound according to claim 18 having the structure:



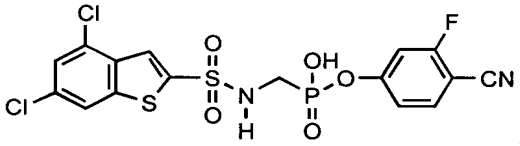
26. (original) The compound according to claim 18 having the structure:



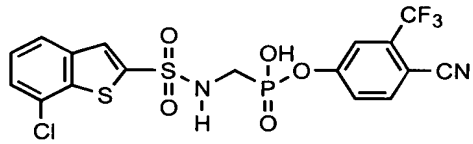
27. (original) The compound according to claim 18 having the structure:



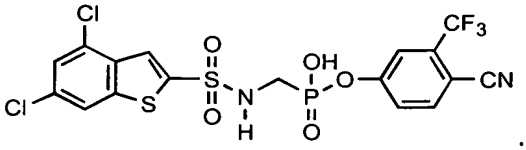
28. (original) The compound according to claim 18 having the structure:



29. (original) The compound according to claim 18 having the structure:



30. (original) The compound according to claim 18 having the structure:



31. (currently amended) A composition comprising the compound according to ~~any one of~~ claims 1 ~~to 30~~ and a pharmaceutically acceptable carrier or diluent.

32. (currently amended) A method of inhibiting β-lactamase, the method comprising contacting a cell with a compound according to ~~any one of~~ claims 1 ~~to 30~~.